

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)  
(Jointly Administered)

Related to Docket Nos. 29256, 29433

**CERTIFICATION OF COUNSEL REGARDING OBJECTION OF MAIN PLAZA, LLC  
TO NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY FILED BY  
CIM URBAN REIT 211 MAIN ST. (SF), LP, AS ASSIGNEE OF CIM REIT  
ACQUISITION, LLC**

I, Garvan F. McDaniel, counsel for Main Plaza, LLC (“Main Plaza”), hereby certify and state as follows:

1. On July 17, 2012, CIM Urban REIT 211 Main St. (SF), LP, as assignee of CIM REIT Acquisition, LLC (“CIM/CIM SF”) filed the *Notice of Transfer of Claim other than for Security* [Docket No. 29256].

2. On August 9, 2012, Main Plaza filed the *Objection of Main Plaza, LLC to Notice of Transfer of Claim other than for Security filed by CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM REIT Acquisition, LLC* [Docket No. 29433] (the “Objection”).

3. On September 28, 2012, the above-captioned debtors (the “Debtors”) filed the *Debtors’ Limited Joinder to Main Plaza LLC’s Objection to Notice of Transfer of Claim other than for Security Filed by CIM Urban Reit 211 Main St. (SF), LP, as Assignee of CIM Reit Acquisition, LLC* [Docket No. 29701].

4. On October 1, 2012, CIM/CIM SF filed the: (i) *Motion for Leave to File Reply of CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM REIT Acquisition, LLC to Objection of Main Plaza, LLC to Notice of Transfer of Claim other than for Security Filed by*

*CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM REIT Acquisition, LLC and for Leave to Exceed Page Length* [Docket No. 29711]; and (ii) *Declaration of John Bruno re: Reply of CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM REIT Acquisition, LLC to Objection of Main Plaza, LLC to Notice of Transfer of Claim other than for Security Filed by CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM REIT Acquisition, LLC* [Docket No. 29713].

5. On October 2, 2012, the Court entered the *Order (MODIFIED) Granting Motion for Leave to File Reply of CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM REIT Acquisition, LLC, to Objection of Main Plaza, LLC, to Notice of Transfer of Claim other than for Security Filed by CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM Reit Acquisition, LLC, and for Leave to Exceed Page Length* [Docket No. 29717].

6. On October 2, 2012, CIM/CIM SF filed the *Reply to Objection of Main Plaza, LLC to Notice of Transfer of Claim other than for Security Filed by CIM Urban REIT 211 Main St. (SF), LP, as Assignee of CIM REIT Acquisition, LLC* [Docket No. 29728].

6. On October 15, 2012, Main Plaza, CIM/CIM SF, and the Debtors appeared before the Court to argue the Objection.

7. The Court ruled on the Objection and directed counsel to confer and submit a proposed form of order (the “Proposed Order”).

8. Accordingly, counsel for the parties conferred and agreed upon the Proposed Order attached hereto as Exhibit “A”.

WHEREFORE Main Plaza requests the entry of the Order at the Court's earliest convenience.

Dated: October 22, 2012  
Wilmington, DE

BIFFERATO GENTILOTTI LLC

/s/ Garvan F. McDaniel  
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